

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 23614 FILED

AUG 14 '01 10-55 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

August 14, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease of Railroad Equipment, dated August 15, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	GIE Finliner Diablo 9 quai du President Paul Doumer 92920 Paris La Defense France
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue NE Washington, DC 20002

A description of the railroad equipment covered by the enclosed document is:

High-Speed Trainset Number 15 bearing AMTK reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams
August 14, 2001
Page Two

A short summary of the document to appear in the index follows:

Lease of Railroad Equipment between GIE Finliner Diablo, Lessor,
and National Railroad Passenger Corporation covering High-Speed
Trainset Number 15 bearing AMTK reporting marks and road numbers
attached hereto.

Also enclosed is a check in the amount of \$28.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

SCHEDULE A
EQUIPMENT-TRAIN SET 15

		Amtrak	
<u>Equipment Type</u>		<u>Equipment Numbers</u>	
High-Speed Trainset Number 15 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:			
Two (2) Power Cars		AMTK 2028	
		AMTK 2007	
One (1) First Class Car		AMTK 3211	
One (1) Bistro Car		AMTK 3314	
One (1) End Coach Car		AMTK 3411	
Three (3) Coach Cars		AMTK 3522	
		AMTK 3524	
		AMTK 3545	

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated August 15, 2001, between GIE FINLINER DIABLO, a groupement d'intérêt économique, having its registered office (*siège social*) at 9, quai du Président Paul Doumer, 92920 Paris La Défense, France (in such capacity, the "*Lessor*"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "*Lessee*" or "*Amtrak*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

SURFACE TRANSPORTATION BOARD

AUG 14 '01 9:55 AM

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WHEREAS, Lessor and Lessee have entered into that certain Crédit-Bail Agreement dated September 25, 2000 (the "*Lease*") and that certain Lease Supplement dated August 3, 2001 (the "*Supplement*") (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified in Schedule A hereto, bearing the equipment numbers of Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, the Lease shall be effective as of the Closing Date and the Supplement shall be effective as of the Delivery Date of the Equipment (as defined in the Lease); and

WHEREAS, this memorandum may be executed in any number of original counterparts, each executed counterpart constituting an original but all together only one such memorandum.

NOW THEREFORE, in consideration of the foregoing, the parties wish to show forth public record:

1. Title to the Equipment is held by Lessor.
2. A leasehold interest in the Equipment is held by Lessee, provided that on termination of the Lease by reason of the exercise of any purchase option, casualty to any Item of Equipment, exercise of early termination rights by Lessor or Lessee, including termination by reason of a Lessee default or other Termination Event without regard to the payment by Amtrak of any amounts due and payable under the Lease or any breach by Amtrak of any Relevant Document, all right, title and interest of Lessor in and to the Equipment shall automatically and without any further act or delivery of any document irrevocably transfer to Lessee or to its designee, assignee or transferee, subject to any Liens over the Equipment as may exist at such time and in "as is, where, is" condition and without recourse to or any warranty (express or implied) being given by Lessor, the Manager or any Member other than Lessor's warranty that such title to the Equipment is equivalent to the title that Lessor received pursuant to the Purchase Agreement Assignment and that the Equipment is free from all Lessor's Liens.

IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

GIE FINLINER DIABLO

By: 

Name: C. Leluy

Title: _____


Address: 9, quai du Président Paul Doumer,
92920 Paris La Défense, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____

Name: Dale Stein

Title: Treasurer


Je soussigné Serge PASCAULT
Notaire associé à Paris, certifie véritable
la signature de M. Leluy
apposée ci-contre
Paris, le 13 août 2001

IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

GIE FINLINER DIABLO

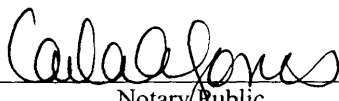
By: _____
Name: _____
Title: _____
Address: 9, quai du Président Paul Doumer,
92920 Paris La Défense, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: Dale Stein
Title: Treasurer

DISTRICT OF COLUMBIA)
) ss.:
)

On this 1 day of August, 2001, before me personally appeared Dale Stein, to me personally known, who, by me being duly sworn, says that (s)he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires: _____
Carla A. Jones
Notary Public, District of Columbia
My Commission Expires 04-30-2006

SCHEDULE A

DESCRIPTION OF EQUIPMENT-TRAINSET 15

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 15 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2028 AMTK 2007
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One (1) End Coach Car	AMTK 3411
Three (3) Coach Cars	AMTK 3522 AMTK 3524 AMTK 3545

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

8/14/01



Robert W. Alvord